

**Haichang Ocean Park Holdings Ltd.**  
**海昌海洋公園控股有限公司**  
(the “Company”)

**NOMINATION COMMITTEE – TERMS OF REFERENCE**  
(Adopted by the Board on February 23, 2014 and revised on March 26, 2019)

**Constitution**

1. The Nomination Committee (the “Committee”) was established by the board of directors (the “Board”) of the Company.

**Membership**

2. The Committee members shall consist of not less than three members with a majority of independent non-executive directors. Quorum for a meeting shall not be less than two members.
3. The Committee shall be chaired by the Chairman of the Board or an independent non-executive director.
4. The company secretary of the Company or such person appointed by the Committee shall act as the secretary of the Committee.

**Number of Meetings**

5. The Committee shall meet at least once per annum.

**Duties**

6. The duties of the Committee shall include the followings:
  - (a) to review, at least once a year, the structure, size and composition (including the skills, knowledge and experience) of the Board and to make recommendation on any proposed changes to the Board due to the implementation of the corporate strategies of the Company;
  - (b) to identify individual who has the suitable qualifications to become a director and to nominate such person to act as a director or to provide recommendation to the Board in relation to this, with due regard for the benefits of diversity on the Board;
  - (c) to assess the independence of independent non-executive directors;
  - (d) to formulate a policy concerning the diversity of Board members (the “Board Diversity Policy”) and to disclose such policy or a summary of such in the corporate governance report;

- (e) to review the Board Diversity Policy, as appropriate, and review the measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives;
- (f) to develop, review and disclose the policy for nomination of directors (the “Nomination Policy”), as appropriate, in the Company’s corporate governance report annually. The Nomination Policy shall set out, inter alia, the nomination procedures, process and criteria to select and recommend candidates for directorship; and
- (g) to make recommendation to the Board on the appointment or re-appointment of directors and the succession plan of directors (particularly, the Chairman of the Board and the President of the Group/Chief Executive Officer).

### **Authority**

- 7. The Committee shall have access to such information and advice, whether from sources within or outside the Company and its subsidiaries, as it deems necessary.
- 8. The Committee shall have rights to seek for such opinions from legal or other independent professional consultants as it considers necessary.

### **Reporting Procedures**

- 9. The secretary shall circulate the minutes of all meetings of the Committee to all members of the Board.
- 10. In the event that the Chairman of the Committee is unable to attend the shareholders’ annual general meeting of the Company, a member of the Committee shall attend and answer questions in relation to the appointment and succession of directors.